

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

R. DAVID WOLFE, on behalf of himself and  
all others similarly situated and derivatively on  
behalf of nominal defendant American Greetings  
Corporation,

Plaintiff,

v.

MORRY WEISS, ZEV WEISS, JEFFREY  
WEISS, ELIE WEISS, GARY WEISS, JUDITH  
WEISS, SCOTT S. COWEN, JEFFREY D.  
DUNN, JERRY SUE THORNTON, WILLIAM  
E. MACDONALD, III, MICHAEL J.  
MERRIMAN, JR., CHARLES A. RATNER,  
IRVING I. STONE OVERSIGHT TRUST,  
IRVING STONE LIMITED LIABILITY  
COMPANY, IRVING I. STONE SUPPORT  
FOUNDATION, and IRVING I. STONE  
FOUNDATION,

Defendants,

and

AMERICAN GREETINGS CORPORATION,

Nominal Defendant.

**Case No. 1:13-cv-00859-SL**

**STIPULATION AND [PROPOSED] ORDER OF  
VOLUNTARY DISMISSAL OF ALL CLAIMS AGAINST ALL DEFENDANTS**

Pursuant to Rules 23.1(c) and 41(a)(2) of the Federal Rules of Civil Procedure, plaintiff  
R. David Wolfe (“Plaintiff”), by and through his counsel, hereby stipulates to the voluntary  
dismissal of all claims alleged against all defendants, including defendants Morry Weiss, Zev  
Weiss, Jeffrey Weiss, Elie Weiss, Gary Weiss, Judith Weiss, Scott S. Cowen, Jeffrey D. Dunn,

Jerry Sue Thornton, William E. MacDonald, III, Michael J. Merriman, Jr., Charles A. Ratner, Irving I. Stone Oversight Trust, Irving Stone Limited Liability Company, Irving I. Stone Support Foundation, and Irving I. Stone Foundation, and Nominal Defendant American Greetings Corporation (collectively “Defendants,” and with Plaintiff, the “Parties”), each Party to bear his, her, or its own costs and expenses.

In support of this Stipulation, the Parties state as follows:

1. Plaintiff filed a Verified Derivative and Class Action Complaint with this Court on April 17, 2013.
2. On April 17, 2013, Nominal Defendant American Greetings Corporation filed with the United States Securities and Exchange Commission a preliminary proxy statement on form PREM14A (the “Preliminary Proxy”).
3. On April 29, 2013, Plaintiff filed a Verified Amended Derivative and Class Action Complaint with this Court (the “Amended Complaint”), including additional allegations based on the information disclosed in the Preliminary Proxy.
4. Defendants filed motions to dismiss the Amended Complaint on July 8, 2013 and July 12, 2013.
5. On July 19, 2013, the parties in the parallel action captioned *In re American Greetings Corp. Shareholder Litigation*, Lead Case No. CV-12-792421, pending in the Court of Common Pleas in Cuyahoga County, Ohio (the “State Action”), announced that they had entered into a Memorandum of Understanding (“MOU”) in which they agreed on the terms of a settlement of the State Action.

6. On July 31, 2013, the Parties in the captioned action moved to defer briefing on Defendants' motions to dismiss and stay the action pending resolution of the State Action settlement.

7. On August 1, 2013, the Court entered an order that, among other things, stayed this action pending resolution of the settlement of the State Action.

8. On August 7, 2013, pursuant to the terms of the MOU, the parties in the State Action entered into a Stipulation of Settlement, which was filed with the State Court.

9. On September 15, 2013, the State Court entered an order that, among other things, preliminarily approved the Settlement and directed notice to class members.

10. Notice of the proposed Settlement was provided to members of the class on or about September 13, 2013, pursuant to the State Court's order.

11. On December 2, 2013, the State Court held a hearing to determine if the Settlement was fair, reasonable, adequate, and in the best interests of the settlement class.

12. On December 12, 2013, the State Court entered an order that, among other things, approved the settlement and dismissed with prejudice all claims that were or could have been asserted in the State Action or the captioned action. A copy of the State Court's order is attached hereto.

For the reasons set forth above, and good cause shown, IT IS HEREBY ORDERED that the Action is dismissed as to all Defendants with prejudice, each Party to bear his, her, or its own costs and expenses, including attorneys' fees, in connection with the Action.

DATED: December 20, 2013

Respectfully submitted,

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**IT IS SO ORDERED.**

Dated: December 23, 2013



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Judge Sara Lioi  
United States District Court